

**EXHIBIT 1**

**Form of De Minimis Asset Sale Notice**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
IRONNET, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 23-11710 (BLS)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	<b>Ref. Docket No. ____</b>

## **NOTICE OF DE MINIMIS ASSET SALE**

**PLEASE TAKE NOTICE** that, on October 12, 2023, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code.

**PLEASE TAKE FURTHER NOTICE** that, on [●], 2023, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an *Order Authorizing and Approving Procedures for the Sale, Transfer, or Abandonment of De Minimis Assets* [Docket No. [●]] (the “**De Minimis Asset Sale Order**”),<sup>2</sup> whereby the Court authorized the Debtors to sell or transfer certain assets having de minimis value to the Debtors’ estates (the “**De Minimis Assets**”). All interested parties should carefully read the De Minimis Asset Sale Order and the De Minimis Asset Sale Procedures set forth therein. The De Minimis Asset Sale Order is available upon request to the Debtors’ claims and noticing agent, Stretto, Inc., via email at: teamironnet@stretto.com, or the case website at <https://cases.stretto.com/ironnet>.

**PLEASE TAKE FURTHER NOTICE** that, in accordance with the De Minimis Asset Sale Procedures, the Debtors intend to sell or transfer the De Minimis Assets (the “**De Minimis Asset Sale**”) set forth on **Schedule 1** attached hereto (the “**Sale Schedule**”). In accordance with the De Minimis Asset Sale Procedures, the Asset Schedule includes: (a) reasonably specific identification of the proposed De Minimis Assets being sold or transferred; (b) identification of the proposed De Minimis Asset Purchaser and their relationship (if any) to the Debtors; (c) the proposed selling price; and (d) the material terms of the sale or transfer agreement, including, but not limited to, any payments to be made by the Debtors on account of commissions or other fees to agents, brokers, auctioneers, and liquidators.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the De Minimis Asset Sale Order, any recipient of this notice may object to the proposed De Minimis Asset Sale within

<sup>1</sup> The Debtors in the above captioned chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: IronNet, Inc. (9446), IronNet Cybersecurity, Inc. (2655), IronNet International, LLC (7621), IronCAD LLC (1162), and HighDegree, LLC (8474). The Debtors' corporate headquarters is located at 7900 Tysons One Place, Suite 400, McLean, VA 22102.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the De Minimis Asset Sale Order.

five (5) business days of service of this notice. Objections must: (a) be in writing; and (b) be filed with the Bankruptcy Court by 4:00 p.m. (prevailing Eastern Time) within five (5) business days of service of this notice (the “**Objection Deadline**”) and served on proposed counsel for the Debtors, Young Conaway Stargatt & Taylor LLP, 1000 North Street, Wilmington, Delaware, 19801 (Attn: Sean M. Beach (sbeach@ycst.com), Kenneth J. Enos (kenos@ycst.com), Elizabeth S. Justison (ejustison@ycst.com), and Timothy R. Powell (tpowell@ycst.com)).

**PLEASE TAKE FURTHER NOTICE THAT, SHOULD A HEARING BE REQUIRED TO RESOLVE AN OBJECTION, SUCH OBJECTION SHALL BE HEARD AT THE NEXT SCHEDULED OMNIBUS HEARING DATE THAT IS AT LEAST SEVEN (7) CALENDAR DAYS FROM THE DATE OF THE FILING OF SUCH NOTICE OR SUCH OTHER DATE SET BY THE COURT BASED UPON THE EXIGENCIES OF THE CIRCUMSTANCES SURROUNDING SUCH ASSIGNMENT.**

**PLEASE TAKE FURTHER NOTICE THAT, IF AN OBJECTION IS NOT FILED AND SERVED ON OR BEFORE THE OBJECTION DEADLINE IN ACCORDANCE WITH THE DE MINIMIS ASSET SALE ORDER, THEN THE DEBTORS SHALL BE AUTHORIZED, PURSUANT TO THE DE MINIMIS ASSET SALE ORDER, TO CONSUMMATE THE PROPOSED DE MINIMIS ASSET SALE IN ACCORDANCE WITH THE TERMS SET FORTH ON THE ATTACHED SALE SCHEDULE WITHOUT FURTHER NOTICE OR HEARING, AND YOU SHALL BE DEEMED TO HAVE WAIVED AND RELEASED ANY RIGHT TO ASSERT SUCH AN OBJECTION.**

*[Remainder of Page Intentionally Left Blank]*

Dated: \_\_\_\_\_, 2023  
Wilmington, Delaware

**YOUNG CONAWAY STARGATT & TAYLOR, LLP**

/s/  
Sean M. Beach (No. 4070)  
Kenneth J. Enos (No. 4544)  
Elizabeth S. Justison (No. 5911)  
Timothy R. Powell (No. 6894)  
Kristin L. McElroy (No. 6871)  
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ejustison@ycst.com  
tpowell@ycst.com  
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*Proposed Counsel for the Debtors and  
Debtors in Possession*

**Schedule of Assets to Be Sold**

<b><u>Item(s) to Be Sold</u></b>	<b><u>Purchaser</u></b>	<b><u>Quantity</u></b>	<b><u>Proposed Price</u></b>	<b><u>Terms of Sale</u></b>

**EXHIBIT 2**

**Abandonment Notice**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
IRONNET, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 23-11710 (BLS)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	Ref. Docket No. __

**NOTICE OF INTENT TO ABANDON DE MINIMIS ASSETS**

**PLEASE TAKE NOTICE** that, on October 12, 2023, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code.

**PLEASE TAKE FURTHER NOTICE** that, on [●], 2023, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an *Order Authorizing and Approving Procedures for the Sale, Transfer, or Abandonment of De Minimis Assets* [Docket No. [●]] (the “**De Minimis Asset Sale Order**”),<sup>2</sup> whereby the Court authorized the Debtors to abandon certain assets having de minimis value to the Debtors’ estates (the “**De Minimis Assets**”). All interested parties should carefully read the De Minimis Asset Sale Order and the Abandonment Procedures set forth therein. The De Minimis Asset Sale Order is available upon request to the Debtors’ claims and noticing agent, Stretto, Inc., via email at: teamironnet@stretto.com, or the case website at <https://cases.stretto.com/ironnet>.

**PLEASE TAKE FURTHER NOTICE** that, in accordance with the Abandonment Procedures, the Debtors intend to abandon the De Minimis Assets set forth on **Schedule 1** attached hereto (the “**Abandonment Schedule**”). In accordance with the Abandonment Procedures, the Abandonment Schedule includes: (a) identification of the property being abandoned and its location; (b) a summary of the reasons for abandoning such property; and (c) the entity to whom the property is proposed to be abandoned, if any.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the De Minimis Asset Sale Order, any recipient of this notice may object to the proposed abandonment within five (5) business days of service of this notice. Objections must: (a) be in writing; and (b) be filed with the Court by 4:00 p.m. (prevailing Eastern Time) within five (5) business days of service of this notice (the “**Objection Deadline**”) and served on proposed counsel for the Debtors, Young

<sup>1</sup> The Debtors in the above captioned chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: IronNet, Inc. (9446), IronNet Cybersecurity, Inc. (2655), IronNet International, LLC (7621), IronCAD LLC (1162), and HighDegree, LLC (8474). The Debtors’ corporate headquarters is located at 7900 Tysons One Place, Suite 400, McLean, VA 22102.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the De Minimis Asset Sale Order.

Conaway Stargatt & Taylor LLP, 1000 North Street, Wilmington, Delaware, 19801 (Attn: Sean M. Beach (sbeach@ycst.com), Kenneth J. Enos (kenos@ycst.com), Elizabeth S. Justison (ejustison@ycst.com), and Timothy R. Powell (tpowell@ycst.com)).

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**PLEASE TAKE FURTHER NOTICE THAT, IF AN OBJECTION IS NOT FILED AND SERVED ON OR BEFORE THE OBJECTION DEADLINE IN ACCORDANCE WITH THE DE MINIMIS ASSET SALE ORDER, THEN THE DEBTORS SHALL BE AUTHORIZED, PURSUANT TO THE DE MINIMIS ASSET SALE ORDER, TO ABANDON THE DE MINIMIS ASSETS IN ACCORDANCE WITH THE TERMS SET FORTH ON THE ATTACHED ABANDONMENT SCHEDULE WITHOUT FURTHER NOTICE OR HEARING, AND YOU SHALL BE DEEMED TO HAVE WAIVED AND RELEASED ANY RIGHT TO ASSERT SUCH AN OBJECTION.**

*[Remainder of Page Intentionally Left Blank]*

Dated: \_\_\_\_\_, 2023  
Wilmington, Delaware

**YOUNG CONAWAY STARGATT & TAYLOR, LLP**

/s/

Sean M. Beach (No. 4070)  
Kenneth J. Enos (No. 4544)  
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kmcelroy@ycst.com

*Proposed Counsel for the Debtors and  
Debtors in Possession*

**Abandonment Schedule**

<b><u>Item(s) to be Abandoned</u></b>	<b><u>Location</u></b>	<b><u>Reason for Abandonment</u></b>	<b><u>Entity to Whom the Property Is Abandoned, if Any</u></b>